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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

SHEET METAL WORKERS' NATIONAL
PENSION FUND and INTERNATIONAL
BROTHERHOOD OF TEAMSTERS
LOCAL NO. 710 PENSION FUND,
individually and as Lead Plaintiffs on behalf
of all others similarly situated, and

INTERNATIONAL UNION OF
OPERATING ENGINEERS PENSION
FUND OF EASTERN PENNSYLVANIA
AND DELAWARE, individually and as
Named Plaintiff, on behalf of all others
similarly situated,

Plaintiffs,

vs.

BAYER AKTIENGESELLSCHAFT, WERNER
BAUMANN, WERNER WENNING, LIAM
CONDON, JOHANNES DIETSCH, and
WOLFGANG NICKL,

Defendants.

Case No.: 3:20-cv-04737-RS

CLASS ACTION

**~~[PROPOSED]~~ ORDER APPROVING
PLAN OF ALLOCATION OF NET
SETTLEMENT FUND**

This matter came before the Court for hearing on October 30, 2025 (the "Settlement Hearing") on the motion of plaintiffs Sheet Metal Workers' National Pension Fund, International Brotherhood of Teamsters Local No. 710 Pension Fund, and International Union of Operating Engineers Pension Fund of Eastern Pennsylvania and Delaware (collectively, "Plaintiffs"), on behalf of themselves and the other members of the certified Class, for final approval of the proposed settlement ("Settlement") of the above-captioned action (the "Action") and approval of the proposed plan of allocation ("Plan of Allocation") for the distribution of the proceeds of the Settlement. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; it appearing that: (i) the Notice of the Settlement Hearing (which included a summary of the Settlement as well as the full text of the proposed Plan of Action) (the "Notice") was mailed to all Class Members who or which could be identified with reasonable effort substantially in the form approved by the Court and (ii) a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal* and transmitted over *PR Newswire* pursuant to the specifications of the Court; and the Court

1 having considered and determined the fairness and reasonableness of the proposed Plan of Allocation;

2 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

3 1. This Order incorporates by reference the definitions in the Stipulation and Agreement
4 of Settlement dated April 23, 2025 (ECF No. 253-2) (the “Stipulation”) and all terms not otherwise
5 defined herein shall have the same meanings as set forth in the Stipulation.

6 2. The Court has jurisdiction to enter this Order approving the proposed Plan of
7 Allocation, and over the subject matter of the Action and all Parties to the Action, including all Class
8 Members.

9 3. Notice of Plaintiffs’ motion for final approval of the proposed Settlement and approval
10 of the Plan of Allocation (“Final Approval Motion”) was given to all Class Members who or which
11 could be identified with reasonable effort. The form and method of notifying the Class of the Final
12 Approval Motion satisfied the requirements of Rule 23 of the Final Rules of Civil Procedure, the
13 United States Constitution (including the Due Process Clause of the Fourteenth Amendment), the
14 Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other
15 applicable laws and rules, constituted the best notice practicable under the circumstances, and
16 constituted due and sufficient notice to all persons and entities entitled thereto.

17 4. Copies of the Notice, which included the Plan of Allocation, were mailed or emailed
18 to 223,953 potential Class Members and nominees, and no objections to the Plan of Allocation have
19 been received.


20 5. The Court hereby finds and concludes that the formula for the calculation of the claims
21 of Authorized Claimants as set forth in the Plan of Allocation mailed to Class Members provides a
22 fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class
23 Members with due consideration having been given to administrative convenience and necessity.

24 6. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair
25 and reasonable to the Settlement Class. Accordingly, the Court hereby approves the Plan of Allocation
26 proposed by Plaintiffs.

27 7. Any appeal or challenge affecting this Order approving the Plan of Allocation shall in
28 no way disturb or affect the finality of the Judgment.

8. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 30th day of October, 2025.


The Honorable Richard Seeborg
Chief United States District Judge